

William H. Schrag, Esq.
THOMPSON HINE LLP
335 Madison Avenue, 12th Floor
New York, New York 10017-4611
Telephone: (212) 344-5680
Facsimile: (212) 344-6101

Attorneys for Debtors

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X		
In re	:	
	:	Chapter 11
AGENT PROVOCATEUR, INC., et al.,¹	:	Case No. 17-10987 (MEW)
	:	Jointly Administered
	:	
Debtors.	:	
-----X		

SCHEDULE OF ASSETS AND LIABILITIES FOR
AGENT PROVOCATEUR, LLC (CASE NO. 17-10989)

The above captioned debtors and debtors-in-possession (the “**Debtors**”) in this jointly administered chapter 11 proceeding are filing their respective Schedules of Assets and Liabilities (collectively the “**Schedules**”) and Statement of Financial Affairs (collectively the “**SOFAS**”) in the above captioned cases.

The Debtors’ prepared the Schedules and SOFAS with the assistance of their advisors and other professionals. The Schedules and SOFAS are unaudited and subject to potential adjustment. In preparing the Schedules and SOFAS, the Debtors relied on the financial data derived from their books and records that was available at the time of preparation. The Debtors

¹ The Debtors in these two chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are Agent Provocateur, Inc. (9441) and Agent Provocateur, LLC (0862).

have made reasonable efforts to ensure that the Schedules and SOFAS are as accurate and complete as possible under the circumstances. However, errors or omissions may exist. Subsequent revelations, information or discovery may result in material changes to the Schedules and SOFAS. The Debtors do not undertake any obligation or commitment beyond what is required by the Bankruptcy Code and applicable law to update the Schedules and SOFAS.

The Debtors reserve all rights to amend or supplement the Schedules and SOFAS at any time, in all respects, as may be appropriate or necessary, including the right to dispute or otherwise assert offsets or defenses to any claim reflected on the Schedules and SOFAS as to amount, valuation, liability, classification, identity of debtor. Additionally, the Debtors reserve the right to subsequently designate any claim as “disputed,” “contingent,” or “unliquidated.” Furthermore, nothing contained in the Schedules or SOFAS shall constitute a waiver of any of the Debtors’ rights or an admission with respect to their chapter 11 cases, including any issues involving objections to claims, defenses, substantive consolidation, equitable subordination, characterization or re-characterization of contracts and leases, assumption or rejection of contracts and leases under the provisions of the Bankruptcy Code, or causes of action whether such actions arise under the provisions of the Bankruptcy Code, or any other relevant applicable laws to recover assets or avoid transfers.

Fill in this information to identify the case:

Debtor name Agent Provocateur, LLC

United States Bankruptcy Court for the: Southern District of New York
(State)

Case number (If known): 17-10989

☐ Check if this is an amended filing

Official Form 206Sum

Summary of Assets and Liabilities for Non-Individuals

12/15

Part 1: Summary of Assets

1. Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)

1a. Real property: Copy line 88 from <i>Schedule A/B</i>	\$ <u>70,167.00</u>
1b. Total personal property: Copy line 91A from <i>Schedule A/B</i>	\$ <u>275,343.32</u>
1c. Total of all property: Copy line 92 from <i>Schedule A/B</i>	\$ <u>345,510.13</u>

Part 2: Summary of Liabilities

2. Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D) Copy the total dollar amount listed in Column A, <i>Amount of claim</i> , from line 3 of <i>Schedule D</i>	\$ <u>0</u>
3. Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)	
3a. Total claim amounts of priority unsecured claims: Copy the total claims from Part 1 from line 5a of <i>Schedule E/F</i>	\$ <u>0</u>
3b. Total amount of claims of nonpriority amount of unsecured claims: Copy the total of the amount of claims from Part 2 from line 5b of <i>Schedule E/F</i>	+ \$ <u>1,421,193.91</u>
4. Total liabilities Lines 2 + 3a + 3b	\$ <u>1,421,193.91</u>

Fill in this information to identify the case:

Debtor name Agent Provocateur, LLC

United States Bankruptcy Court for the: Southern District of New York
(State)

Case number (if known): 17-10989

☐ Check if this is an amended filing

Official Form 206A/B**Schedule A/B: Assets — Real and Personal Property**

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents**1. Does the debtor have any cash or cash equivalents?**

- ☐ No. Go to Part 2.
- ☒ Yes. Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor**Current value of debtor's interest****2. Cash on hand**

\$ _____

3. Checking, savings, money market, or financial brokerage accounts (Identify all)

Name of institution (bank or brokerage firm)	Type of account	Last 4 digits of account number	
3.1. Wells Fargo Bank, N.A.	Bank Account	3 9 4 9	\$ 52,411.00
3.2. _____	_____	_____	\$ _____

4. Other cash equivalents (Identify all)

4.1. _____	\$ _____
4.2. _____	\$ _____

5. Total of Part 1**\$ 52,411.00**

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

Part 2: Deposits and prepayments**6. Does the debtor have any deposits or prepayments?**

- ☒ No. Go to Part 3.
- ☐ Yes. Fill in the information below.

Current value of debtor's interest**7. Deposits, including security deposits and utility deposits**

Description, including name of holder of deposit

7.1. _____	\$ _____
7.2. _____	\$ _____

8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent

Description, including name of holder of prepayment

8.1. _____ \$ _____

8.2. _____ \$ _____

9. Total of Part 2.

Add lines 7 through 8. Copy the total to line 81.

\$ _____

Part 3: Accounts receivable

10. Does the debtor have any accounts receivable?

☒ No. Go to Part 4.

☐ Yes. Fill in the information below.

Current value of debtor's interest

11. Accounts receivable

11a. 90 days old or less: _____ - _____ = → \$ _____
face amount doubtful or uncollectible accounts

11b. Over 90 days old: _____ - _____ = → \$ _____
face amount doubtful or uncollectible accounts

12. Total of Part 3

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

\$ _____

Part 4: Investments

13. Does the debtor own any investments?

☒ No. Go to Part 5.

☐ Yes. Fill in the information below.

Valuation method used for current value

Current value of debtor's interest

14. Mutual funds or publicly traded stocks not included in Part 1

Name of fund or stock:

14.1. _____ \$ _____

14.2. _____ \$ _____

15. Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture

Name of entity:

% of ownership:

15.1. _____ % _____ \$ _____

15.2. _____ % _____ \$ _____

16. Government bonds, corporate bonds, and other negotiable and non-negotiable instruments not included in Part 1

Describe:

16.1. _____ \$ _____

16.2. _____ \$ _____

17. Total of Part 4

Add lines 14 through 16. Copy the total to line 83.

\$ _____

Part 5: Inventory, excluding agriculture assets

18. Does the debtor own any inventory (excluding agriculture assets)? See attached Exhibit 5 for responses to Part 5.

- ☐ No. Go to Part 6.
☐ Yes. Fill in the information below.

General description	Date of the last physical inventory	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
19. Raw materials				
	MM / DD / YYYY	\$		\$
20. Work in progress				
	MM / DD / YYYY	\$		\$
21. Finished goods, including goods held for resale				
	MM / DD / YYYY	\$		\$
22. Other inventory or supplies				
	MM / DD / YYYY	\$		\$
23. Total of Part 5				\$
Add lines 19 through 22. Copy the total to line 84.				

24. Is any of the property listed in Part 5 perishable?

- ☐ No
☐ Yes

25. Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?

- ☐ No
☐ Yes. Book value Valuation method Current value

26. Has any of the property listed in Part 5 been appraised by a professional within the last year?

- ☐ No
☐ Yes

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?

- ☒ No. Go to Part 7.
☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
28. Crops—either planted or harvested			
	\$		\$
29. Farm animals Examples: Livestock, poultry, farm-raised fish			
	\$		\$
30. Farm machinery and equipment (Other than titled motor vehicles)			
	\$		\$
31. Farm and fishing supplies, chemicals, and feed			
	\$		\$
32. Other farming and fishing-related property not already listed in Part 6			
	\$		\$

33. **Total of Part 6.**

Add lines 28 through 32. Copy the total to line 85.

\$ _____

34. **Is the debtor a member of an agricultural cooperative?**

- ☐ No
☐ Yes. Is any of the debtor's property stored at the cooperative?
☐ No
☐ Yes

35. **Has any of the property listed in Part 6 been purchased within 20 days before the bankruptcy was filed?**

- ☐ No
☐ Yes. Book value \$ _____ Valuation method _____ Current value \$ _____

36. **Is a depreciation schedule available for any of the property listed in Part 6?**

- ☐ No
☐ Yes

37. **Has any of the property listed in Part 6 been appraised by a professional within the last year?**

- ☐ No
☐ Yes

Part 7: Office furniture, fixtures, and equipment; and collectibles

38. **Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?** See attached Exhibit 7 for responses to Part 7.

- ☐ No. Go to Part 8.
☒ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
39. Office furniture			
_____	\$ _____	_____	\$ _____
40. Office fixtures			
_____	\$ _____	_____	\$ _____
41. Office equipment, including all computer equipment and communication systems equipment and software			
_____	\$ _____	_____	\$ _____
42. Collectibles <i>Examples:</i> Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles			
42.1 _____	\$ _____	_____	\$ _____
42.2 _____	\$ _____	_____	\$ _____
42.3 _____	\$ _____	_____	\$ _____

43. **Total of Part 7.**

Add lines 39 through 42. Copy the total to line 86.

\$ 222,932.32

44. **Is a depreciation schedule available for any of the property listed in Part 7?**

- ☒ No
☐ Yes

45. **Has any of the property listed in Part 7 been appraised by a professional within the last year?**

- ☒ No
☐ Yes

Part 8: Machinery, equipment, and vehicles

46. Does the debtor own or lease any machinery, equipment, or vehicles?

- ☒ No. Go to Part 9.
- ☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest	Valuation method used for current value	Current value of debtor's interest
Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number)	(Where available)		

47. Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles

47.1	\$		\$
47.2	\$		\$
47.3	\$		\$
47.4	\$		\$

48. Watercraft, trailers, motors, and related accessories Examples: Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels

48.1	\$		\$
48.2	\$		\$

49. Aircraft and accessories

49.1	\$		\$
49.2	\$		\$

50. Other machinery, fixtures, and equipment (excluding farm machinery and equipment)

	\$		\$
--	----	--	----

51. Total of Part 8.

Add lines 47 through 50. Copy the total to line 87.

\$

52. Is a depreciation schedule available for any of the property listed in Part 8?

- ☐ No
- ☐ Yes

53. Has any of the property listed in Part 8 been appraised by a professional within the last year?

- ☐ No
- ☐ Yes

Part 9: Real property

54. Does the debtor own or lease any real property? See attached Exhibit 9 for responses to Part 9.

- ☐ No. Go to Part 10.
☒ Yes. Fill in the information below.

55. Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest

Description and location of property Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building), if available.	Nature and extent of debtor's interest in property	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
55.1 _____	_____	\$ _____	_____	\$ _____
55.2 _____	_____	\$ _____	_____	\$ _____
55.3 _____	_____	\$ _____	_____	\$ _____
55.4 _____	_____	\$ _____	_____	\$ _____
55.5 _____	_____	\$ _____	_____	\$ _____
55.6 _____	_____	\$ _____	_____	\$ _____

56. Total of Part 9.

Add the current value on lines 55.1 through 55.6 and entries from any additional sheets. Copy the total to line 88.

\$ 70,167.00

57. Is a depreciation schedule available for any of the property listed in Part 9?

- ☐ No
☐ Yes

58. Has any of the property listed in Part 9 been appraised by a professional within the last year?

- ☐ No
☐ Yes

Part 10: Intangibles and intellectual property

59. Does the debtor have any interests in intangibles or intellectual property?

- ☒ No. Go to Part 11.
☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
60. Patents, copyrights, trademarks, and trade secrets _____	\$ _____	_____	\$ _____
61. Internet domain names and websites _____	\$ _____	_____	\$ _____
62. Licenses, franchises, and royalties _____	\$ _____	_____	\$ _____
63. Customer lists, mailing lists, or other compilations _____	\$ _____	_____	\$ _____
64. Other intangibles, or intellectual property _____	\$ _____	_____	\$ _____
65. Goodwill _____	\$ _____	_____	\$ _____

66. Total of Part 10.

Add lines 60 through 65. Copy the total to line 89.

\$ _____

67. Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107)?

- ☐ No
☒ Yes

68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?

- ☐ No
☐ Yes

69. Has any of the property listed in Part 10 been appraised by a professional within the last year?

- ☐ No
☐ Yes

Part 11: All other assets

70. Does the debtor own any other assets that have not yet been reported on this form?

Include all interests in executory contracts and unexpired leases not previously reported on this form.

- ☒ No. Go to Part 12.
☐ Yes. Fill in the information below.

Current value of
debtor's interest

71. Notes receivable

Description (include name of obligor)

_____ — _____ = ➔ \$ _____
Total face amount doubtful or uncollectible amount

72. Tax refunds and unused net operating losses (NOLs)

Description (for example, federal, state, local)

_____ Tax year _____ \$ _____
_____ Tax year _____ \$ _____
_____ Tax year _____ \$ _____

73. Interests in insurance policies or annuities

_____ \$ _____

74. Causes of action against third parties (whether or not a lawsuit has been filed)

_____ \$ _____

Nature of claim _____

Amount requested \$ _____

75. Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims

_____ \$ _____

Nature of claim _____

Amount requested \$ _____

76. Trusts, equitable or future interests in property

_____ \$ _____

77. Other property of any kind not already listed Examples: Season tickets, country club membership

_____ \$ _____

_____ \$ _____

78. Total of Part 11.

Add lines 71 through 77. Copy the total to line 90.

\$ _____

79. Has any of the property listed in Part 11 been appraised by a professional within the last year?

- ☐ No
☐ Yes

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form.

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1.</i>	\$ <u>52,411.00</u>	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	\$ <u>0</u>	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	\$ <u>0</u>	
83. Investments. <i>Copy line 17, Part 4.</i>	\$ <u>0</u>	
84. Inventory. <i>Copy line 23, Part 5.</i>	\$ <u>in debtor's possession approximate cost value estimated to be between \$400,000 and \$500,000.*</u>	
85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>	\$ <u>0</u>	
86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i>	\$ <u>222,932.32</u>	
87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	\$ <u>0</u>	
88. Real property. <i>Copy line 56, Part 9.</i> ➔		\$ <u>70,167.00</u>
89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>	\$ <u>0</u>	
90. All other assets. <i>Copy line 78, Part 11.</i>	+ \$ <u>275,343.32</u>	
91. Total. Add lines 80 through 90 for each column..... 91a.	\$ <u>275,343.32</u>	+ 91b. \$ <u>70,167.00</u>
92. Total of all property on Schedule A/B. Lines 91a + 91b = 92.	\$ <u>345,510.13</u>	

* This amount is not included in the Debtor's assets. See Exhibit 5.

EXHIBIT 5

INVENTORY

Agent Provocateur IP Limited (previously known as SDI (Acqco 7) Limited) and Agent Provocateur Limited (previously known as SDI (Acqco 6) Limited) the entities that purchased the assets of Agent Provocateur Ltd (“APL”) in the United Kingdom Administration (the “UK Buyer”) claim to own the inventory located in the Debtor’s stores. Prior to the UK Buyer’s acquisition of APL’s assets, APL supplied inventory to the Debtor’s stores pursuant to an undocumented consignment arrangement under which title was retained by APL until the point of sale. In conjunction with the UK Buyer’s acquisition of APL’s assets the UK Buyer acquired all of APL’s right, title and interest in such inventory.

As of the petition date the approximate value of the inventory in the Debtor’s possession was between \$400,000 and \$500,000.

EXHIBIT 7

OFFICE FURNITURE, FIXTURES AND EQUIPMENT

The Debtor has the following Furniture Fixtures and Equipment:

Description	Amount
Fixtures and Fittings, consisting of among other things, built-ins, customized product displays, shelving, and other similar items.	\$218,936.94
Computer Equipment	\$3,995.38
TOTAL:	\$222,932.32

EXHIBIT 9

Locations

The Debtor does not own any real property. As of the petition date the Debtor conducted its business at the following locations:

The Grand Canal Shoppes
The Palazzo
3355 S. Las Vegas Blvd.
Unit 2742
Las Vegas, NV 89019

The Forum Shops at Caesars
3500 Las Vegas Boulevard
Suite R18
Las Vegas, NV 89109

Leashold improvements at these locations total \$70,167.00.

Fill in this information to identify the case:

Debtor name Agent Provocateur, LLC
 United States Bankruptcy Court for the: Southern District of NY
 (State)
 Case number (if known): 17-10989

☐ Check if this is an amended filing

Official Form 206D**Schedule D: Creditors Who Have Claims Secured by Property****12/15****Be as complete and accurate as possible.****1. Do any creditors have claims secured by debtor's property?**

- ☒ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
☐ Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims**2. List in alphabetical order all creditors who have secured claims.** If a creditor has more than one secured claim, list the creditor separately for each claim.

Column A
Amount of claim
 Do not deduct the value of collateral.

Column B
Value of collateral that supports this claim

2.1 Creditor's name**Describe debtor's property that is subject to a lien**

_____ \$ _____ \$ _____

Creditor's mailing address

Creditor's email address, if known

Describe the lien

Date debt was incurred _____**Last 4 digits of account number** _____**Do multiple creditors have an interest in the same property?**

- ☐ No
☐ Yes. Specify each creditor, including this creditor, and its relative priority.

Is the creditor an insider or related party?

- ☐ No
☐ Yes

Is anyone else liable on this claim?

- ☐ No
☐ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H).

As of the petition filing date, the claim is:

Check all that apply.

- ☐ Contingent
☐ Unliquidated
☐ Disputed

2.2 Creditor's name**Describe debtor's property that is subject to a lien**

_____ \$ _____ \$ _____

Creditor's mailing address

Creditor's email address, if known

Describe the lien

Date debt was incurred _____**Last 4 digits of account number** _____**Do multiple creditors have an interest in the same property?**

- ☐ No
☐ Yes. Have you already specified the relative priority?
☐ No. Specify each creditor, including this creditor, and its relative priority.

Is the creditor an insider or related party?

- ☐ No
☐ Yes

Is anyone else liable on this claim?

- ☐ No
☐ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H).

As of the petition filing date, the claim is:

Check all that apply.

- ☐ Contingent
☐ Unliquidated
☐ Disputed

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.

\$ _____

Fill in this information to identify the case:

Debtor Agent Provocateur, LLC

United States Bankruptcy Court for the: Southern District of NY
(State)

Case number 17-10989
(If known)

☐ Check if this is an amended filing

Official Form 206E/F**Schedule E/F: Creditors Who Have Unsecured Claims****12/15**

Be as complete and accurate as possible. Use Part 1 for creditors with **PRIORITY** unsecured claims and Part 2 for creditors with **NONPRIORITY** unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with **PRIORITY** Unsecured Claims**1. Do any creditors have priority unsecured claims?** (See 11 U.S.C. § 507).

- ☒ No. Go to Part 2.
- ☐ Yes. Go to line 2.

2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part. If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.**2.1** Priority creditor's name and mailing address

Date or dates debt was incurred

Last 4 digits of account number

Specify Code subsection of **PRIORITY** unsecured claim: 11 U.S.C. § 507(a) (____)

As of the petition filing date, the claim is: \$ _____

Check all that apply.

- ☐ Contingent
☐ Unliquidated
☐ Disputed

Basis for the claim:

Is the claim subject to offset?

- ☐ No
☐ Yes

Total claim**Priority amount**

\$ _____

2.2 Priority creditor's name and mailing address

Date or dates debt was incurred

Last 4 digits of account number

Specify Code subsection of **PRIORITY** unsecured claim: 11 U.S.C. § 507(a) (____)

As of the petition filing date, the claim is: \$ _____

Check all that apply.

- ☐ Contingent
☐ Unliquidated
☐ Disputed

Basis for the claim:

Is the claim subject to offset?

- ☐ No
☐ Yes

2.3 Priority creditor's name and mailing address

Date or dates debt was incurred

Last 4 digits of account number

Specify Code subsection of **PRIORITY** unsecured claim: 11 U.S.C. § 507(a) (____)

As of the petition filing date, the claim is: \$ _____

Check all that apply.

- ☐ Contingent
☐ Unliquidated
☐ Disputed

Basis for the claim:

Is the claim subject to offset?

- ☐ No
☐ Yes

Part 1.

Additional Page

Copy this page if more space is needed. Continue numbering the lines sequentially from the previous page. If no additional PRIORITY creditors exist, do not fill out or submit this page.		Total claim	Priority amount
2.____	<div>Priority creditor's name and mailing address</div> <div><div></div><div></div><div></div></div> <div><div>Date or dates debt was incurred</div><div></div></div> <div><div>Last 4 digits of account number</div><div>_____</div></div> <div><div>Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (____)</div></div>	<div>As of the petition filing date, the claim is:</div> <div>Check all that apply.</div> <div><div><input type="checkbox"/> Contingent</div><div><input type="checkbox"/> Unliquidated</div><div><input type="checkbox"/> Disputed</div></div> <div><div>Basis for the claim:</div><div></div></div> <div><div>Is the claim subject to offset?</div><div><div><input type="checkbox"/> No</div><div><input type="checkbox"/> Yes</div></div></div>	<div>\$ _____</div> <div>\$ _____</div>
2.____	<div>Priority creditor's name and mailing address</div> <div><div></div><div></div><div></div></div> <div><div>Date or dates debt was incurred</div><div></div></div> <div><div>Last 4 digits of account number</div><div>_____</div></div> <div><div>Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (____)</div></div>	<div>As of the petition filing date, the claim is:</div> <div>Check all that apply.</div> <div><div><input type="checkbox"/> Contingent</div><div><input type="checkbox"/> Unliquidated</div><div><input type="checkbox"/> Disputed</div></div> <div><div>Basis for the claim:</div><div></div></div> <div><div>Is the claim subject to offset?</div><div><div><input type="checkbox"/> No</div><div><input type="checkbox"/> Yes</div></div></div>	<div>\$ _____</div> <div>\$ _____</div>
2.____	<div>Priority creditor's name and mailing address</div> <div><div></div><div></div><div></div></div> <div><div>Date or dates debt was incurred</div><div></div></div> <div><div>Last 4 digits of account number</div><div>_____</div></div> <div><div>Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (____)</div></div>	<div>As of the petition filing date, the claim is:</div> <div>Check all that apply.</div> <div><div><input type="checkbox"/> Contingent</div><div><input type="checkbox"/> Unliquidated</div><div><input type="checkbox"/> Disputed</div></div> <div><div>Basis for the claim:</div><div></div></div> <div><div>Is the claim subject to offset?</div><div><div><input type="checkbox"/> No</div><div><input type="checkbox"/> Yes</div></div></div>	<div>\$ _____</div> <div>\$ _____</div>
2.____	<div>Priority creditor's name and mailing address</div> <div><div></div><div></div><div></div></div> <div><div>Date or dates debt was incurred</div><div></div></div> <div><div>Last 4 digits of account number</div><div>_____</div></div> <div><div>Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (____)</div></div>	<div>As of the petition filing date, the claim is:</div> <div>Check all that apply.</div> <div><div><input type="checkbox"/> Contingent</div><div><input type="checkbox"/> Unliquidated</div><div><input type="checkbox"/> Disputed</div></div> <div><div>Basis for the claim:</div><div></div></div> <div><div>Is the claim subject to offset?</div><div><div><input type="checkbox"/> No</div><div><input type="checkbox"/> Yes</div></div></div>	<div>\$ _____</div> <div>\$ _____</div>

3.1 Nonpriority creditor's name and mailing address
See Schedule E/F: Question 3 Attachment

- ☐ Contingent
- ☐ Unliquidated
- ☐ Disputed

\$ _____

☐ No
☐ Yes

Last 4 digits of account number _____

- ☐ Contingent
- ☐ Unliquidated
- ☐ Disputed

§

☐ No
☐ Yes

Last 4 digits of account number _____

- ☐ Contingent
- ☐ Unliquidated
- ☐ Disputed

\$ _____

☐ No
☐ Yes

Last 4 digits of account number

- ☐ Contingent
- ☐ Unliquidated
- ☐ Disputed

\$_____

☐ No
☐ Yes

Last 4 digits of account number _____

- ☐ Contingent
- ☐ Unliquidated
- ☐ Disputed

§

☐ No
☐ Yes

Last 4 digits of account number

- ☐ Contingent
- ☐ Unliquidated
- ☐ Disputed

§ _____

☐ No
☐ Yes

Last 4 digits of account number

Part 2: Additional Page

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page. If no additional NONPRIORITY creditors exist, do not fill out or submit this page.		Amount of claim
<div>3. Nonpriority creditor's name and mailing address</div> <div><div></div><div></div><div></div></div> <div><div>Date or dates debt was incurred</div><div>Last 4 digits of account number</div></div>	<div>As of the petition filing date, the claim is:</div> <div>Check all that apply.</div> <div><div><input type="checkbox"/> Contingent</div><div><input type="checkbox"/> Unliquidated</div><div><input type="checkbox"/> Disputed</div><div><input type="checkbox"/> Liquidated and neither contingent nor disputed</div></div> <div>Basis for the claim:</div> <div>Is the claim subject to offset?</div> <div><div><input type="checkbox"/> No</div><div><input type="checkbox"/> Yes</div></div>	<div>\$</div>
<div>3. Nonpriority creditor's name and mailing address</div> <div><div></div><div></div><div></div></div> <div><div>Date or dates debt was incurred</div><div>Last 4 digits of account number</div></div>	<div>As of the petition filing date, the claim is:</div> <div>Check all that apply.</div> <div><div><input type="checkbox"/> Contingent</div><div><input type="checkbox"/> Unliquidated</div><div><input type="checkbox"/> Disputed</div></div> <div>Basis for the claim:</div> <div>Is the claim subject to offset?</div> <div><div><input type="checkbox"/> No</div><div><input type="checkbox"/> Yes</div></div>	<div>\$</div>
<div>3. Nonpriority creditor's name and mailing address</div> <div><div></div><div></div><div></div></div> <div><div>Date or dates debt was incurred</div><div>Last 4 digits of account number</div></div>	<div>As of the petition filing date, the claim is:</div> <div>Check all that apply.</div> <div><div><input type="checkbox"/> Contingent</div><div><input type="checkbox"/> Unliquidated</div><div><input type="checkbox"/> Disputed</div></div> <div>Basis for the claim:</div> <div>Is the claim subject to offset?</div> <div><div><input type="checkbox"/> No</div><div><input type="checkbox"/> Yes</div></div>	<div>\$</div>
<div>3. Nonpriority creditor's name and mailing address</div> <div><div></div><div></div><div></div></div> <div><div>Date or dates debt was incurred</div><div>Last 4 digits of account number</div></div>	<div>As of the petition filing date, the claim is:</div> <div>Check all that apply.</div> <div><div><input type="checkbox"/> Contingent</div><div><input type="checkbox"/> Unliquidated</div><div><input type="checkbox"/> Disputed</div></div> <div>Basis for the claim:</div> <div>Is the claim subject to offset?</div> <div><div><input type="checkbox"/> No</div><div><input type="checkbox"/> Yes</div></div>	<div>\$</div>
<div>3. Nonpriority creditor's name and mailing address</div> <div><div></div><div></div><div></div></div> <div><div>Date or dates debt was incurred</div><div>Last 4 digits of account number</div></div>	<div>As of the petition filing date, the claim is:</div> <div>Check all that apply.</div> <div><div><input type="checkbox"/> Contingent</div><div><input type="checkbox"/> Unliquidated</div><div><input type="checkbox"/> Disputed</div></div> <div>Basis for the claim:</div> <div>Is the claim subject to offset?</div> <div><div><input type="checkbox"/> No</div><div><input type="checkbox"/> Yes</div></div>	<div>\$</div>

Part 3:

List Others to Be Notified About Unsecured Claims

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

Name and mailing address	On which line in Part 1 or Part 2 is the related creditor (if any) listed?	Last 4 digits of account number, if any
4.1. _____ _____ _____	Line _____ <input type="checkbox"/> Not listed. Explain _____ _____	____ _
4.2. _____ _____ _____	Line _____ <input type="checkbox"/> Not listed. Explain _____ _____	____ _
4.3. _____ _____ _____	Line _____ <input type="checkbox"/> Not listed. Explain _____ _____	____ _
4.4. _____ _____ _____	Line _____ <input type="checkbox"/> Not listed. Explain _____ _____	____ _
4.1. _____ _____ _____	Line _____ <input type="checkbox"/> Not listed. Explain _____ _____	____ _
4.5. _____ _____ _____	Line _____ <input type="checkbox"/> Not listed. Explain _____ _____	____ _
4.6. _____ _____ _____	Line _____ <input type="checkbox"/> Not listed. Explain _____ _____	____ _
4.7. _____ _____ _____	Line _____ <input type="checkbox"/> Not listed. Explain _____ _____	____ _
4.8. _____ _____ _____	Line _____ <input type="checkbox"/> Not listed. Explain _____ _____	____ _
4.9. _____ _____ _____	Line _____ <input type="checkbox"/> Not listed. Explain _____ _____	____ _
4.10. _____ _____ _____	Line _____ <input type="checkbox"/> Not listed. Explain _____ _____	____ _
4.11. _____ _____ _____	Line _____ <input type="checkbox"/> Not listed. Explain _____ _____	____ _

Part 3: Additional Page for Others to Be Notified About Unsecured Claims

Name and mailing address	On which line in Part 1 or Part 2 is the related creditor (if any) listed?	Last 4 digits of account number, if any
4. _____ _____ _____	Line _____ <input type="checkbox"/> Not listed. Explain _____	____ _
4. _____ _____ _____	Line _____ <input type="checkbox"/> Not listed. Explain _____	____ _
4. _____ _____ _____	Line _____ <input type="checkbox"/> Not listed. Explain _____	____ _
4. _____ _____ _____	Line _____ <input type="checkbox"/> Not listed. Explain _____	____ _
4. _____ _____ _____	Line _____ <input type="checkbox"/> Not listed. Explain _____	____ _
4. _____ _____ _____	Line _____ <input type="checkbox"/> Not listed. Explain _____	____ _
4. _____ _____ _____	Line _____ <input type="checkbox"/> Not listed. Explain _____	____ _
4. _____ _____ _____	Line _____ <input type="checkbox"/> Not listed. Explain _____	____ _
4. _____ _____ _____	Line _____ <input type="checkbox"/> Not listed. Explain _____	____ _
4. _____ _____ _____	Line _____ <input type="checkbox"/> Not listed. Explain _____	____ _
4. _____ _____ _____	Line _____ <input type="checkbox"/> Not listed. Explain _____	____ _
4. _____ _____ _____	Line _____ <input type="checkbox"/> Not listed. Explain _____	____ _
4. _____ _____ _____	Line _____ <input type="checkbox"/> Not listed. Explain _____	____ _
4. _____ _____ _____	Line _____ <input type="checkbox"/> Not listed. Explain _____	____ _
4. _____ _____ _____	Line _____ <input type="checkbox"/> Not listed. Explain _____	____ _

Part 4:

Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

Total of claim amounts		
5a. Total claims from Part 1	5a.	\$ 0.00
5b. Total claims from Part 2	5b. +	\$ 1,421,193.91
5c. Total of Parts 1 and 2 Lines 5a + 5b = 5c.	5c.	\$ 1,421,193.91

SCHEDULE E/F: QUESTION 3 ATTACHMENT

TOTAL OF CLAIM AMOUNTS	\$1,421,193.91
------------------------	----------------

Fill in this information to identify the case:

Debtor name Agent Provocateur, LLC

United States Bankruptcy Court for the: Southern District of NY
(State)

Case number (If known): 17-10989 Chapter 11

☐ Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, numbering the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

- ☐ No. Check this box and file this form with the court with the debtor's other schedules. There is nothing else to report on this form.
- ☒ Yes. Fill in all of the information below even if the contracts or leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.1	State what the contract or lease is for and the nature of the debtor's interest	See Schedule G Attachment	
	State the term remaining List the contract number of any government contract		
2.2	State what the contract or lease is for and the nature of the debtor's interest		
	State the term remaining List the contract number of any government contract		
2.3	State what the contract or lease is for and the nature of the debtor's interest		
	State the term remaining List the contract number of any government contract		
2.4	State what the contract or lease is for and the nature of the debtor's interest		
	State the term remaining List the contract number of any government contract		
2.5	State what the contract or lease is for and the nature of the debtor's interest		
	State the term remaining List the contract number of any government contract		

Debtor _____ Name _____ Case number (if known) _____

Additional Page if Debtor Has More Executory Contracts or Unexpired Leases

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.	State what the contract or lease is for and the nature of the debtor's interest		
	State the term remaining		
	List the contract number of any government contract		
2.	State what the contract or lease is for and the nature of the debtor's interest		
	State the term remaining		
	List the contract number of any government contract		
2.	State what the contract or lease is for and the nature of the debtor's interest		
	State the term remaining		
	List the contract number of any government contract		
2.	State what the contract or lease is for and the nature of the debtor's interest		
	State the term remaining		
	List the contract number of any government contract		
2.	State what the contract or lease is for and the nature of the debtor's interest		
	State the term remaining		
	List the contract number of any government contract		
2.	State what the contract or lease is for and the nature of the debtor's interest		
	State the term remaining		
	List the contract number of any government contract		
2.	State what the contract or lease is for and the nature of the debtor's interest		
	State the term remaining		
	List the contract number of any government contract		

Type	Description	Name	Mailing Address
Lease	The Forum Shops at Caesars, 3500 Las Vegas Boulevard, Suite R18, Las Vegas NV 89109	Forum Shops, LLC	c/o M.S. Management Associates Inc., National City Center, 115 W. Washington, Indianapolis, IN 46204
Lease	Grand Canal Shoppes - The Palazzo, 3327 Las Vegas Boulevard South, Suite 2742, Las Vegas Nevada 89109	The Shoppes at the Palazzo, LLC	SDS - 12 2781, PO Box 86, Minneapolis, MN 55486-2781
Executory Contract	Professional Services Agreement	TriNet Group, Inc.	1100 San Leandro Blvd., Suite 400, San Leandro, CA 94577

Fill in this information to identify the case:

Debtor name Agent Provocateur, LLC

United States Bankruptcy Court for the: Southern District of New York
(State)

Case number (If known): 17-10989

☐ Check if this is an amended filing

Official Form 206H

Schedule H: Codebtors

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Does the debtor have any codebtors?

- ☒ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.
- ☐ Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

Column 1: Codebtor		Column 2: Creditor	
Name	Mailing address	Name	Check all schedules that apply:
2.1	<div>Street</div> <div>City State ZIP Code</div>		<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.2	<div>Street</div> <div>City State ZIP Code</div>		<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.3	<div>Street</div> <div>City State ZIP Code</div>		<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.4	<div>Street</div> <div>City State ZIP Code</div>		<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.5	<div>Street</div> <div>City State ZIP Code</div>		<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.6	<div>Street</div> <div>City State ZIP Code</div>		<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G

Debtor _____ Name _____ Case number (if known) _____

Additional Page if Debtor Has More Codebtors

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

Column 1: Codebtor		Column 2: Creditor	
Name	Mailing address	Name	Check all schedules that apply:
2._____ _____	Street _____ _____ City _____ State _____ ZIP Code _____	_____ _____	<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2._____ _____	Street _____ _____ City _____ State _____ ZIP Code _____	_____ _____	<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2._____ _____	Street _____ _____ City _____ State _____ ZIP Code _____	_____ _____	<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2._____ _____	Street _____ _____ City _____ State _____ ZIP Code _____	_____ _____	<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2._____ _____	Street _____ _____ City _____ State _____ ZIP Code _____	_____ _____	<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2._____ _____	Street _____ _____ City _____ State _____ ZIP Code _____	_____ _____	<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2._____ _____	Street _____ _____ City _____ State _____ ZIP Code _____	_____ _____	<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G

Fill in this information to identify the case and this filing:

Debtor Name Agent Provocateur, LLC
United States Bankruptcy Court for the: Southern District of New York
(State)
Case number (If known): 17-10989

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☒ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☒ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☒ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☒ *Schedule H: Codebtors* (Official Form 206H)
- ☒ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on May 19, 2017
MM / DD / YYYY

X /s/ Amanda Brooks
Signature of individual signing on behalf of debtor

Amanda Brooks
Printed name

Global Retail Director
Position or relationship to debtor